



POWER OF ATTORNEY

Case No. 11336/622 (P99085US)

Inventor(s): Pierre Zakarauskas

#11
11/4/03
TBL

Title: METHOD FOR MONITORING THE QUALITY OF A SPEECH SIGNAL

The specification of the above-identified patent application:

- is attached hereto
 was filed on May 22, 2000 as application Serial No. 09/576,656.

I hereby revoke all previously granted powers of attorney in the above-identified patent application and appoint the following attorneys to prosecute said patent application and to transact all business in the Patent and Trademark Office connected therewith:

Brinks Hofer Gilson & Lione
Meredith Martin Addy, Reg. No. 37,883
Cyrus F. Bharucha, Reg. No. 42,324
Jonathan M. B. Blanchard, Ph.D., Reg. No. 48,927
David H. Bluestone, Reg. No. 44,542
Peter C. Breen, Reg. No. 47,441
James A. Collins, Reg. No. 43,557
Vincent J. Gnoffo, Reg. No. 44,714
Sanders N. Hillis, Reg. No. 45,712
Dean M. McConnell, Reg. No. 44,916
John F. Nethery, Reg. No. 42,928
Amir Penn, Reg. No. 40,767
Janet A. Pioli, Reg. No. 35,323
Robert G. Pluta, Reg. No. 50,970
Susan D. Reinecke, Reg. No. 40,198
Raymond J. Vivacqua, Reg. No. 45,369

Harman International Industries, Incorporated
Robert P. Hart, Reg. No. 35,184

RECEIVED
OCT 27 2003
Technology Center 2600

Please address all correspondence and telephone calls to Meredith Martin Addy, Esq. in care of:

Brinks Hofer Gilson & Lione, P.O. Box 10395, Chicago, IL 60610

Tel. (312) 321-4200

The undersigned hereby authorizes the U.S. attorneys named herein to accept and follow instructions from Robert Hart or Meredith Martin Addy as to any action to be taken in the Patent and Trademark Office regarding this application without direct communication between the U.S. attorney and the undersigned. In the event of a change in the persons from whom instructions may be taken, the U.S. attorneys named herein will be so notified by the undersigned.

HARMAN BECKER AUTOMOTIVE SYSTEMS – WAVEMAKERS, INC., a corporation incorporated under the laws of the Yukon Territory, having a place of business at # 302 – 134 Abbott Street, in the city of Vancouver, in the Province of British Columbia, V6B 2K4, CANADA, certifies that it is the assignee of the entire right, title and interest in the patent application identified above by virtue of either:

- An assignment from the inventor(s) of the patent application identified above, a copy of which is attached hereto. OR
 An assignment from the inventor(s) of the patent application identified above. The assignment was recorded in the Patent and Trademark Office at Reel , frame .

The undersigned has reviewed the assignment or all the documents in the chain of title of the patent application identified above and, to the best of undersigned's knowledge and belief, title is in the assignee identified above.

The undersigned (whose title is supplied below) is empowered to act on behalf of the assignee.

I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further, that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under Section 1001, Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Signature

Edwin C. Summers

Date:

1/30/03

Name:

Edwin C. Summers

Title:

Assistant Secretary, HARMAN BECKER AUTOMOTIVE SYSTEMS - WAVEMAKERS, INC.

ASSIGNMENT OF PATENT APPLICATION

(Country – United States)

THIS AGREEMENT is entered into effective as of the 3rd day of July, 2003 (the "Effective Date");

BETWEEN:

WAVEMAKERS INC., a corporation continued under the laws of Canada, and having an office at #302 – 134 Abbott Street, in the City of Vancouver, in the Province of British Columbia, V6B 2K4

(hereinafter "Assignor")

AND:

36459 YUKON INC., a corporation incorporated under the laws of the Yukon Territory, and having an office at #302 – 134 Abbott Street, in the City of Vancouver, in the Province of British Columbia, V6B 2K4

(hereinafter "Assignee")

WHEREAS, Assignor owns all rights, title and interest in United States Patent Application number 09/576,656 filed on May 22, 2000, and entitled "Method for improving the quality of an acoustic signal" including any re-examinations, reissues, continuations, extensions and divisions thereof (hereinafter the "Patent Application").

AND WHEREAS, Assignee has purchased from Assignor all right, title, and interest in and to the Patent Application.

NOW THEREFORE, the parties agree as follows:

1. Assignor, in consideration of the payment by Assignee of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns, transfers and conveys as of the Effective Date to Assignee, its successors and assigns, its entire right, title and interest in and to the Patent Application and the inventions disclosed in the Patent Application, worldwide, including all re-examinations, reissues, continuations, extensions and divisions thereof, and all patents which may issue for said inventions, and all income, royalties, damages, profits and payments now or hereafter due or payable with respect thereto, and to all causes of action and the right to sue, counterclaim and recover, for past, present and future infringement or unauthorized use of the rights and interest

assigned under this Agreement, such right, title and interest to be held and enjoyed by Assignee, its successors and assigns for their use and benefit worldwide, to the full end of the term for which such patents may be granted as fully and entirely as same would have been held and enjoyed by Assignor if this assignment and sale had not been made.

2. Assignee shall have the right to file this Agreement and all such notices and other documents with the relevant Patent Office as are necessary to perfect this assignment, all costs to be borne by Assignee. Assignor agrees to do all lawful and just acts, and to sign or otherwise execute upon Assignee's request, all notices, documents and instruments, which may be necessary or desirable to vest, perfect and maintain the Patent Application and the inventions therein disclosed, and all patents which may be granted for such inventions, in the Assignee, its successors and assigns, worldwide, without further consideration but at the expense of Assignee.

IN WITNESS WHEREOF, this Agreement is executed below by an authorized representative of each party.

WAVEMAKERS INC.

By:


Authorized Signatory

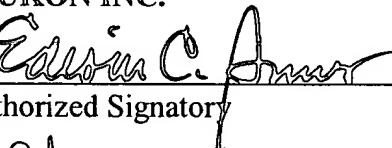
Name: Peter van der Gracht

Title: CEO & Chairman

Date: July 3, 2003

36459 YUKON INC.

By:


Authorized Signatory

Name: Edwin C. Summers

Title: Assistant Secretary

Date: July 3, 2003

PROVINCE OF BRITISH COLUMBIA
CANADA

I, William S. Garton, a Notary Public of Vancouver in the Province of British Columbia, Canada, do hereby certify that Peter van der Gucht personally appeared before me this day and acknowledged that he/she is the Chief Executive Officer of **Wavemakers Inc.**, and that by authority duly given and as an act of the corporation, the foregoing instrument was signed in its name by him/her as the free act and deed of Wavemakers Inc.

WITNESS MY HAND AND NOTARIAL SEAL this 3rd day of July, 2003.



Notary Public in and for the Province of
British Columbia

WILLIAM S. GARTON
BARRISTER & SOLICITOR
BULL HOUSER & TUPPER
3000 • 1055 WEST GEORGIA STREET
VANCOUVER, B.C. V6E 3R3
PHONE 687-6575

My Commission Does Not Expire.

PROVINCE OF BRITISH COLUMBIA
CANADA

I, Douglas Shultz, a Notary Public of Vancouver in the Province of British Columbia, Canada, do hereby certify that Edwin C. Skinner personally appeared before me this day and acknowledged that he/she is the Assistant Secretary of **36459 Yukon Inc.**, and that by authority duly given and as an act of the corporation, the foregoing instrument was signed in its name by him/her as the free act and deed of 36459 Yukon Inc.

WITNESS MY HAND AND NOTARIAL SEAL this 3rd day of July, 2003.


Notary Public in and for the Province of
British Columbia

My Commission Does Not Expire.

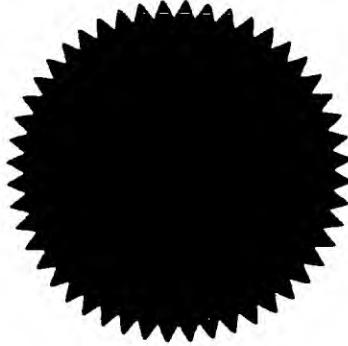


BUSINESS CORPORATIONS ACT
FORM 1

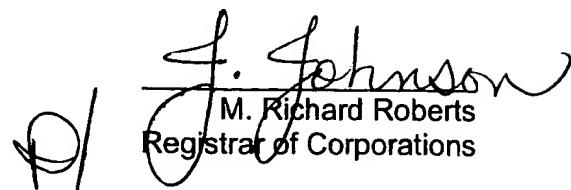
Certificate of Incorporation

36459 YUKON INC.

I hereby certify that the above-mentioned corporation, the Articles of Incorporation of which are attached, was incorporated under the Business Corporations Act of Yukon.

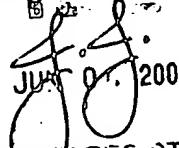


Corporate Access Number:30157
Date of Incorporation:2003-06-06


M. Richard Roberts
Registrar of Corporations

ARTICLES OF INCORPORATION
BUSINESS CORPORATIONS ACT (SECTION 8) Form 1-01
STATUTS CONSTITUTIFS
LOI SUR LES SOCIÉTÉS PAR ACTIONS DU YUKON (ARTICLE 8) FORMULAIRE 1-01

1. NAME OF CORPORATION:	36459 YUKON INC.	
2. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:	An unlimited number of Common shares, without par value	
3. RESTRICTIONS IF ANY ON SHARE TRANSFERS:	The right to transfer shares is restricted in that the directors may at any time in their discretion decline to register any transfer of shares.	
4. NUMBER (OR MINIMUM OR MAXIMUM NUMBER) OF DIRECTORS:	Minimum of 1, maximum of 5	
5. RESTRICTIONS IF ANY ON BUSINESSES THE CORPORATION MAY CARRY ON:	None	
6. OTHER PROVISIONS IF ANY:	<ul style="list-style-type: none"> (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder. (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited. (c) Meetings of shareholders may be held outside the Yukon in the Greater Vancouver Area or in Northridge, California. (d) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors will not at any time exceed one-third of the number of directors who held office at the expiration of the last annual meeting of the Corporation. 	
7. INCORPORATORS	NAME	ADDRESS (INCLUDE POSTAL CODE)
	Maureen Birckel	#200 - 304 Jarvis Street Whitehorse, YT Y1A 2H2
8. DATE	SIGNATURE	
June 5, 2003		

FILED

 JUN 07 2003
DEPARTMENT OF CORPORATIONS

BUSINESS CORPORATIONS ACT
FORM 5

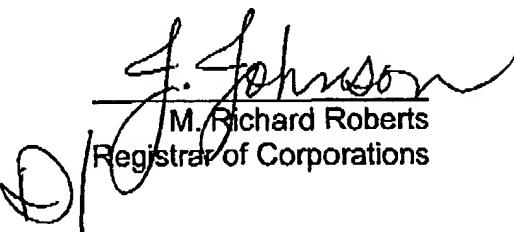
Certificate of Amendment

HARMAN BECKER AUTOMOTIVE SYSTEMS - WAVEMAKERS, INC.

I hereby certify that the articles of the above-mentioned corporation were amended:

- under section 16 of the Business Corporations Act to change the name of the corporation in accordance with the attached notice.
- under section 30 of the Business Corporations Act as set out in the attached Articles of Amendment designating a series of shares.
- under section 179 of the Business Corporations Act as set out in the attached Articles of Amendment.
- under section 194 of the Business Corporations Act as set out in the attached Articles of Reorganization
- under section 195 of the Business Corporations Act as set out in the attached Articles of Arrangement.

Corporate Access Number:30222
Date of Amendment:2003-07-17


M. Richard Roberts
Registrar of Corporations

